



The David J. Joseph Company

June 14, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. **18673-A** FILED 1423
JUN 21 1994 -10 05 AM
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is an original and one copy of the Amendment to Railroad Equipment Lease Agreement dated as of May 12, 1994, between the following parties:

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessee: Wheeling & Lake Erie Railway
100 East First Street
Brewster, OH 44613

The lease to which this document is connected is recorded under Recordation No. 18673.

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a secondary document. The amount of \$18.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Documentation Clerk

Enclosures

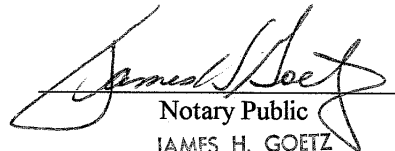
Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4397

Mail Address:
P.O. Box 1078
Cincinnati, OH 45201-1078

CERTIFICATE

The undersigned, James H. Goetz, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

A handwritten signature in cursive script, appearing to read "James H. Goetz", is written over a horizontal line.

Notary Public

JAMES H. GOETZ

Notary Public, State of Ohio

My Commission Expires July 10, 1995

RECORDATION NO. *18673-A*

FILED 1425

JUN 21 1994 -10 05 AM

INTERSTATE COMMERCE COMMISSION

**AMENDMENT TO
RAILROAD EQUIPMENT LEASE**

This Amendment to the Railroad Equipment Lease (the "Amendment"), is entered into this 12th day of May, 1994, by and between The David J. Joseph Company, a Delaware corporation (hereinafter referred to as "Lessor") and Wheeling & Lake Erie Railway, a Delaware corporation (hereinafter referred to as "Lessee") amending that certain Railroad Equipment Lease (the "Lease") dated October 21, 1993, by and between Lessor and Lessee.

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") on January 26, 1994, with recordation number 18673.

WHEREAS, the parties desire to amend the Lease by adding to the Lease, in addition to the fifty (50) 100-ton gondola railcars as identified in Exhibit A, which are currently subject to the Lease, ten (10) more 100-ton gondola railcars bearing reporting marks WE 2500-WE 2509, inclusive (hereinafter collectively referred to as the "Cars") effective as of the delivery date to Lessee's facility at Brewster, Ohio. All other terms and conditions of the Lease remain unchanged and in full force and effect.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

The Lease is amended to reflect the actual quantity of Cars, which are the subject of the Lease, from fifty (50) Cars to sixty (60) Cars by deleting Exhibit A to the Lease in its entirety and replacing it with Exhibit A attached hereto effective as of the delivery date to Lessee's facility at Brewster, Ohio. All other terms and conditions of the Lease remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written.

Signed and acknowledged
in the presence of:

Julia R. Jones

Dawn M. Hartig

LESSOR

THE DAVID J. JOSEPH COMPANY

BY: DJF M'L

NAME: Douglas F. McMillan

TITLE: Vice President

Signed and acknowledged
in the presence of:

Will Allen

R.M. Thompson

LESSEE

WHEELING & LAKE ERIE RAILWAY

BY: L.R.P.

NAME: L.R. Parsons

TITLE: President + CEO

June 1, 1994

EXHIBIT A

Sixty (60) 100-ton gondola railcars bearing reporting marks as follows:

CAR NUMBERS

WE 482231
WE 482521
WE 482530
WE 482544
WE 482552
WE 482562
WE 482565
WE 482585
WE 482587
WE 482592
WE 482603
WE 482609
WE 482613
WE 482639
WE 482675
WE 482683
WE 482694
WE 482720
WE 482739
WE 482775
WE 482801
WE 482822
WE 482845
WE 482856
WE 482884
WE 2500
WE 2501
WE 2502
WE 2503
WE 2504

CAR NUMBERS

WE 482513
WE 482529
WE 482539
WE 482551
WE 482558
WE 482564
WE 482570
WE 482586
WE 482590
WE 482602
WE 482608
WE 482610
WE 482621
WE 482674
WE 482677
WE 482691
WE 482698
WE 482731
WE 482740
WE 482778
WE 482808
WE 482843
WE 482851
WE 482865
WE 482893
WE 2505
WE 2506
WE 2507
WE 2508
WE 2509

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me
this 12th day of May, 1994, by Douglas F. McMillen
the Vice President of The David J. Joseph Company, a
Delaware corporation, on behalf of the corporation.

Kathy J. Shaner
Notary Public
KATHY J. SHANER
Notary Public, State of Ohio
My Commission Expires June 7, 1997

STATE OF OHIO)
)
COUNTY OF STARK) SS:

The foregoing instrument was acknowledged before me this
16 day of MAY, 1994, by
LARRY R. PARSONS, the PRESIDENT of
Wheeling & Lake Erie Railway, a Delaware corporation, on behalf
of the corporation.

Barbara Larson
Notary Public

BARBARA LARSON
Notary Public, State of Ohio
Commission Expires Sept. 4, 1996